

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	:	Case No. 12-12020 (MG)
	:	
Debtors.	:	Jointly Administered
	:	
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**STIPULATION ADOPTING UNIFORM PROTECTIVE ORDER FOR EXAMINER
DISCOVERY FOR PURPOSES OF DISCOVERY OF ALLY FINANCIAL INC. BY
WILMINGTON TRUST, NATIONAL ASSOCIATION**

Non-Debtor Ally Financial Inc. and its non-debtor affiliates (collectively, “Ally”) and Wilmington Trust, National Association, as Indenture Trustee for the Senior Unsecured Notes Issued by Residential Capital, LLC (“Wilmington Trust”) hereby stipulate to and adopt by reference the terms and conditions of the Order [Docket 1223] and Uniform Protective Order for Examiner Discovery [Docket No. 1223-1] such that these terms and conditions shall govern the disclosure, discovery, production, and use of documents and other information provided by Ally to Wilmington Trust in the above referenced chapter 11 cases.

Dated: October 3, 2012

CLEARY GOTTlieb STEEN & HAMILTON LLP

By: /s/Thomas J. Moloney
Thomas J. Moloney (TJM-9775)
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*Special Counsel for Wilmington Trust, National
Association, as Indenture Trustee for the Senior
Unsecured Notes Issued by Residential Capital, LLC*

Dated: October 3, 2012

KIRKLAND & ELLIS LLP

By: /s/Patrick M. Bryan
Jeffrey S. Powell (*pro hac vice* pending)
Daniel T. Donovan (*pro hac vice* pending)
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Attorneys for Non-Debtor Ally Financial Inc.

Dated: October 4, 2012

SO ORDERED:

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge